

MATTERS GOING FORWARD

1. **Sauls Stay Motion** – Motion of Creditors Harold Sauls and Linda Sauls for Relief from the Automatic Stay [Filed: 10/21/20] (Docket No. [1100](#)).

Response Deadline: November 5, 2020 at 4:00 p.m. Eastern Time.

Responses Received:

- a) Objection of Debtors to Motion of Creditors Harold Sauls and Linda Sauls for Relief from the Automatic Stay [Filed: 10/21/20] (Docket No. [1163](#)).

Related Documents:

- a) Unsworn Declaration Under Penalty of Perjury of Hunter A. Nunn [Filed: 11/10/20] (Docket No. [1183](#)).

Status: This matter will go forward.

2. **Solicitation Motion** – Motion of Debtors for Entry of Order (I) Approving the Proposed Disclosure Statement and Form and Manner of Notice of Disclosure Statement Hearing, (II) Establishing Solicitation and Voting Procedures, (III) Scheduling Confirmation Hearing, (IV) Establishing Notice and Objection Procedures for Confirmation of the Proposed Plan, and (V) Granting Related Relief [Filed: 10/7/20] (Docket No. [1021](#)).

Response Deadline: November 4, 2020 at 4:00 p.m. Eastern Time. Extended to November 6, 2020 for the United States Trustee and certain other parties.

Responses Received:

- a) Informal comments from the United States Trustee.
- b) Objection of Larry Killion [Filed: 10/30/20] (Docket No. [1135](#)).
- c) Objection of the Official Committee of Unsecured Creditors to Motion of Debtors for Entry of Order (I) Approving the Proposed Disclosure Statement and Form and Manner of Notice of Disclosure Statement Hearing, (II) Establishing Solicitation and Voting Procedures, (III) Scheduling Confirmation Hearing, (IV) Establishing Notice and Objection Procedures for Confirmation of the Proposed Plan, and (V) Granting Related Relief [Filed: 11/4/20] (Docket No. [1152](#)).
- d) Limited Objection of Multiple Landlords to Adequacy of Proposed Disclosure Statement for Joint Chapter 11 Plan of Reorganization [Filed: 11/5/20] (Docket No. [1164](#)).
- e) Joinder of Brixmor Operating Partnership LP, Centennial Real Estate Company, LLC, Centercal Properties, LLC, Citivest Commercial Investments, LLC, Federal

Realty Investment Trust, Gerrity Group, Inc., GS Pacific ER LLC, Houston Willowbrook LLC, Koko Marina Holdings, LLC, PGIM Real Estate, Realty Income Corporation, Seven Hills Properties 31, LLC, ShopOne Centers Reit Inc., Starboard Realty Advisors, Starwood Retail Partners, LLC, Steve Padis, Jewelry Plus Enterprises, Inc., The Macerich Company, Urban Edge Properties, and Weitzman to Limited Objection of Multiple Landlords to Adequacy of Proposed Disclosure Statement for Joint Chapter 11 Plan of Reorganization [Filed: 11/5/20] (Docket No. [1165](#)).

- f) Objection of the United States Trustee to the Motion of Debtors for Entry of Order (I) Approving the Proposed Disclosure Statement and Form and Manner of Notice of Disclosure Statement Hearing, (II) Establishing Solicitation and Voting Procedures, (III) Scheduling Confirmation Hearing, (IV) Establishing Notice and Objection Procedures for Confirmation of the Proposed Plan, and (V) Granting Related Relief (D.I. 1021) [Filed: 11/6/20] (Docket No. [1170](#)).

Replies Received:

- a) Debtors' Omnibus Reply to Objections to Motion of Debtors for Entry of Order (I) Approving the Proposed Disclosure Statement and Form and Manner of Notice of Disclosure Statement Hearing, (II) Establishing Solicitation and Voting Procedures, (III) Scheduling Confirmation Hearing, (IV) Establishing Notice and Objection Procedures for Confirmation of the Proposed Plan, and (V) Granting Related Relief [Filed: 11/9/20] (Docket No. [1181](#)).
- (i) Motion for Leave to File Late Omnibus Reply in Support of Motion of Debtors for Entry of Order (I) Approving the Proposed Disclosure Statement and Form and Manner of Notice of Disclosure Statement Hearing, (II) Establishing Solicitation and Voting Procedures, (III) Scheduling Confirmation Hearing, (IV) Establishing Notice and Objection Procedures for Confirmation of the Proposed Plan, and (V) Granting Related Relief [Filed: 11/10/20] (Docket No. [1182](#)).
 - (ii) [Signed] Order Granting Debtors' Motion for Leave to File Late Omnibus Reply in Support of Motion of Debtors for Entry of Order (I) Approving the Proposed Disclosure Statement and Form and Manner of Notice of Disclosure Statement Hearing, (II) Establishing Solicitation and Voting Procedures, (III) Scheduling Confirmation Hearing, (IV) Establishing Notice and Objection Procedures for Confirmation of the Proposed Plan, and (V) Granting Related Relief [Filed: 11/10/20] (Docket No. [1185](#)).

Related Documents:

- a) Joint Chapter 11 Plan of Reorganization of 24 Hour Fitness Worldwide, Inc. and Its Debtor Affiliates [Filed: 10/7/20] (Docket No. [1016](#)).

- b) Disclosure Statement for Joint Chapter 11 Plan of Reorganization of 24 Hour Fitness Worldwide, Inc. and Its Debtor Affiliates [Filed: 10/7/20] (Docket No. [1017](#)).
- c) Notice of Hearing to Consider Approval of Proposed Disclosure Statement for Joint Chapter 11 Plan of Reorganization of 24 Hour Fitness Worldwide, Inc. and Its Debtor Affiliates [Filed: 10/19/20] (Docket No. [1086](#)).
- d) Notice of Filing of First Amendment to Restructuring Support Agreement [Filed: 11/2/20] (Docket No. [1142](#)).
- e) Notice of Filing of Exhibits to Disclosure Statement for Joint Chapter 11 Plan of Reorganization of 24 Hour Fitness Worldwide, Inc. and Its Debtor Affiliates (Liquidation Analysis and Financial Projections) [Filed: 11/16/20] (Docket No. [1174](#)).

Status: This matter will go forward.

3. **Committee Seal Motion** – Motion of the Official Committee of Unsecured Creditors to File Under Seal the Official Committee of Unsecured Creditors’ Objection to the Disclosure Statement for Joint Chapter 11 Plan of Reorganization of 24 Hour Fitness Worldwide, Inc. and Its Debtor Affiliates [Filed: 11/4/20] (Docket No. [1153](#)).

Response Deadline: November 12, 2020 at 2:00 p.m. Eastern Time.

Responses Received: None as of the date hereof.

Related Documents: None as of the date hereof.

Status: This matter will go forward.

4. **Rights Offering Motion** – Motion of Debtors for Order (I) Approving Rights Offering Procedures and Related Forms, (II) Authorizing Debtors to Conduct Rights Offering in Connection with Debtors’ Plan of Reorganization, (III) Authorizing Entry Into Backstop Commitment Agreement, (IV) Approving Obligations Thereunder, and (V) Granting Related Relief [Filed: 11/3/20] (Docket No. [1143](#)).

Response Deadline: November 9, 2020.

Responses Received:

- a) The Official Committee of Unsecured Creditors’ Objection to Motion of Debtors for Order (I) Approving Rights Offering Procedures and Related Forms, (II) Authorizing Debtors to Conduct Rights Offering in Connection with Debtors’ Plan of Reorganization, (III) Authorizing Entry Into Backstop Commitment Agreement, (IV) Approving Obligations Thereunder, and (V) Granting Related Relief [Filed: 11/9/20] (Docket No. [1177](#)).

Replies Filed:

- a) **Debtors' Reply to the Official Committee of Unsecured Creditors' Objection to Motion of Debtors for Order (I) Approving Rights Offering Procedures and Related Forms, (II) Authorizing Debtors to Conduct Rights Offering in Connection with Debtors' Plan of Reorganization, (III) Authorizing Entry Into Backstop Commitment Agreement, (IV) Approving Obligations Thereunder, and (V) Granting Related Relief [Filed: 11/13/20] (Docket No. [1222](#)).**
- (i) **Debtors' Motion for Leave to File Late Reply in Support of Motion of Debtors for Order (I) Approving Rights Offering Procedures and Related Forms, (II) Authorizing Debtors to Conduct Rights Offering in Connection with Debtors' Plan of Reorganization, (III) Authorizing Entry Into Backstop Commitment Agreement, (IV) Approving Obligations Thereunder, and (V) Granting Related Relief [Filed: 11/13/20] (Docket No. [1224](#)).**

Related Documents:

- a) Declaration of Tyler W. Cowan in Support of Motion of Debtors for Order (I) Approving Rights Offering Procedures and Related Forms, (II) Authorizing Debtors to Conduct Rights Offering in Connection with Debtors' Plan of Reorganization, (III) Authorizing Entry Into Backstop Commitment Agreement, (IV) Approving Obligations Thereunder, and (V) Granting Related Relief [Filed: 11/3/20] (Docket No. [1144](#)).
- b) Debtors' Motion to Shorten Notice and Schedule Hearing with Respect to Motion of Debtors for Order (I) Approving Rights Offering Procedures and Related Forms, (II) Authorizing Debtors to Conduct Rights Offering in Connection with Debtors' Plan of Reorganization, (III) Authorizing Entry Into Backstop Commitment Agreement, (IV) Approving Obligations Thereunder, and (V) Granting Related Relief [Filed: 11/3/20] (Docket No. [1145](#)).
- c) The Official Committee of Unsecured Creditors' Objection to Debtors' Motion to Shorten Notice and Schedule Hearing with Respect to Motion of Debtors for Order (I) Approving Rights Offering Procedures and Related Forms, (II) Authorizing Debtors to Conduct Rights Offering in Connection with Debtors' Plan of Reorganization, (III) Authorizing Entry Into Backstop Commitment Agreement, (IV) Approving Obligations Thereunder, and (V) Granting Related Relief [Filed: 11/3/20] (Docket No. [1147](#)).
- d) [Signed] Order Denying Debtors' Motion to Shorten Notice and Schedule Hearing with Respect to Motion of Debtors for Order (I) Approving Rights Offering Procedures and Related Forms, (II) Authorizing Debtors to Conduct Rights Offering in Connection with Debtors' Plan of Reorganization, (III) Authorizing Entry Into Backstop Commitment Agreement, (IV) Approving

Obligations Thereunder, and (V) Granting Related Relief [Filed: 11/4/20] (Docket No. [1150](#)).

- e) Notice of Hearing Regarding Motion of Debtors for Order (I) Approving Rights Offering Procedures and Related Forms, (II) Authorizing Debtors to Conduct Rights Offering in Connection with Debtors' Plan of Reorganization, (III) Authorizing Entry Into Backstop Commitment Agreement, (IV) Approving Obligations Thereunder, and (V) Granting Related Relief [Filed: 11/4/20] (Docket No. [1159](#)).
- f) **Supplemental Declaration of Tyler W. Cowan in Support of Motion of Debtors for Order (I) Approving Rights Offering Procedures and Related Forms, (II) Authorizing Debtors to Conduct Rights Offering in Connection with Debtors' Plan of Reorganization, (III) Authorizing Entry Into Backstop Commitment Agreement, (IV) Approving Obligations Thereunder, and (V) Granting Related Relief [Filed: 11/13/20] (Docket No. [1223](#)).**

Status: This matter will go forward.

Witness Information: The Debtors' witness in support will be Tyler W. Cowan, and Mr. Cowan will appear via Zoom videoconference from Sargentville, Maine.

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Dated: November 13, 2020
Wilmington, Delaware

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/s/ Peter J. Keane

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